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UNITED STATES DISTRICT COURT

DISTRICT OF NEW JERSEY

CITY OF STERLING HEIGHTS)	No. 2:12-cv-05275-SDW-MCA
GENERAL EMPLOYEES')	
RETIREMENT SYSTEM, Individually)	<u>CLASS ACTION</u>
and on Behalf of All Others Similarly)	
Situated,)	DECLARATION OF SHAWN A.
)	WILLIAMS IN SUPPORT OF LEAD
Plaintiff,)	PLAINTIFFS' MOTION TO COMPEL
)	VERUS FINANCIAL LLC TO
vs.)	PRODUCE SUBPOENAED
PRUDENTIAL FINANCIAL, INC., et)	DOCUMENTS
al.,)	MOTION DATE: July 7, 2014
Defendants.)	
)	

I, SHAWN A. WILLIAMS, declare as follows:

1. I am an attorney duly licensed to practice before all of the courts of the States of New York and California. I am a member of the law firm of Robbins Geller Rudman & Dowd LLP, one of the counsel of record for plaintiffs in the above-entitled action. I have personal knowledge of the matters stated herein and, if called upon, I could and would competently testify thereto. I hereby submit this declaration in accordance with Local Civil Rule 37.1(b)(1).

2. In efforts to resolve this dispute, my firm conferred with Verus Financial LLC's ("Verus") counsel on March 25, 2014, April 29, 2014 and May 12, 2014, in accordance with Local Civil Rule 37.1(a)(1). We asserted during these discussions that because Verus had already collected and compiled the information electronically, the burden on Verus to produce the information should be minimal. We also offered to extend the deadline for production in a further effort to reduce burden. Additionally, we sent letters on April 29, 2014 and May 13, 2014 to Verus, summarizing our position and attempting in good faith to resolve these discovery issues without the need for Court intervention. *See Exs. I-J* (attached hereto). Except for its document retention policy, however, Verus remains unwilling to produce even electronic documents that are plainly relevant to the litigation.

3. Pursuant to Local Civil Rule 37.1(b)(2), attached are true and correct copies of the following exhibits:

Exhibit A: Plaintiffs' Subpoena to Produce Documents, Information, or Objects or to Permit Inspection of Premises in a Civil Action issued to Verus Financial LLC ("Verus"), dated March 12, 2014;

Exhibit B: Michael K. Stanley, *The Verus Financial Story*, Nat'l Underwriter Life & Health Magazine (April 2013), available at <http://www.lifehealthpro.com/2013/03/29/the-verusfinancial-story>

Exhibit C: January 2012 Prudential Global Resolution Agreement;

Exhibit D: Excerpts from Prudential Financial, Inc.'s ("Prudential") Form 10-Q filed with the U.S. Securities and Exchange Commission on May 4, 2012;

Exhibit E: February 2, 2012 Prudential Regulatory Settlement Agreement;

Exhibit F: Verus Contract with the State of California, dated March 30, 2010 (SCO000029-51);

Exhibit G: Verus' Responses and Objections to Plaintiffs' Non-Party Subpoena, dated May 1, 2014;

Exhibit H: Letter from Shawn A. Williams to Caroline Marshall, General Counsel for Verus, dated March 25, 2014;

Exhibit I: Letter from Shawn A. Williams to Paul Galligan, Seyfarth Shaw LLP, dated April 29, 2014; and

Exhibit J: Letter from Armen Zohrabian to Paul Galligan, Seyfarth Shaw LLP, dated May 13, 2014.

I declare under penalty of perjury under the laws of the State of New Jersey that the foregoing is true and correct. Executed this June 6, 2014, at Newark, New Jersey.

/s/ Shawn A. Williams

SHAWN A. WILLIAMS